

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
MERIT CAPITAL GROUP, LLC, :
:
Plaintiff, : Case No. 04 Civ. 7690 (RCC)
:
- against -
:
TRIO INDUSTRIES MANAGEMENT, :
LLC, TRIO INDUSTRIES HOLDINGS, :
LLC, EVAN R. DANIELS, and ROBERT :
E. GYEMANT, :
:
Defendants. :
----- X
TRIO INDUSTRIES MANAGEMENT, :
LLC and TRIO INDUSTRIES HOLDINGS, :
LLC, :
:
Third Party Plaintiffs, :
:
- against -
:
HARVEY M. BLOCH, ALFRED :
SALAZAR and THOMAS J. MANCUSO, :
:
Third Party :
Defendants. :
----- X

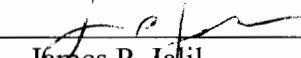
**STIPULATION AND ORDER OF
WITHDRAWAL AND
SUBSTITUTION OF COUNSEL**

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #: _____
DATE FILED: <u>2-7-05</u>

IT IS HEREBY STIPULATED that, pursuant to Rule 1.4 of the Local Civil Rules
of the United States District Court for the Southern and Eastern Districts of New York
and the attached Consent to Change Attorney, Shustak Jalil & Heller, 400 Park Avenue,
New York, New York 10022 is hereby substituted for Mintz & Gold, 470 Park Avenue
South, New York, New York 10016, in this action as attorneys for defendants Trio
Industries Management, LLC, Trio Industries Holdings, LLC, Evan R. Daniels, and
Robert E. Gyemant.

Dated: February 3, 2005

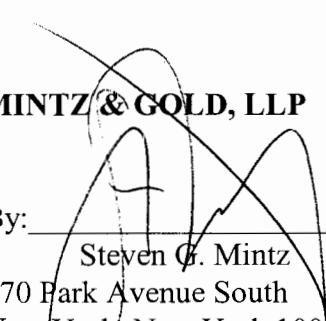
SHUSTAK JALIL & HELLER

By: 

James P. Jalil

400 Park Avenue, 14th Floor
New York, New York 10022
(212) 688-5900

~~MINTZ & GOLD, LLP~~

By: 

Steven G. Mintz

(SM 5428)

470 Park Avenue South
New York, New York 10016
(212) 696-4848

SO ORDERED:



U.S.D.J.

February 7, 2005

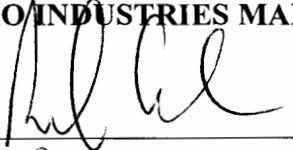
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: Defendants. :
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LLC, :
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HARVEY M. BLOCH, ALFRED :
SALAZAR and THOMAS J. MANCUSO, :
: :
: Third Party :
: Defendants. :
----- X

**CONSENT TO
CHANGE ATTORNEY**

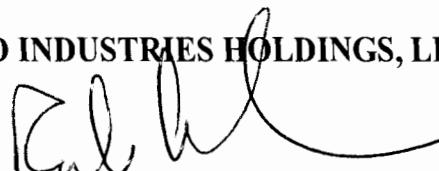
IT IS HEREBY STIPULATED THAT, Shustak Jalil & Heller be substituted as
attorneys of record for defendants Trio Industries Management, LLC, Trio Industries
Holdings, LLC, Evan R. Daniels and Robert E. Gyemant in this action in place of Mintz &
Gold LLP.

Dated: February 1, 2005

TRIO INDUSTRIES MANAGEMENT, LLC
By: 

Robert E. Gyemant

TRIO INDUSTRIES HOLDINGS, LLC

By: 

Robert E. Gyemant

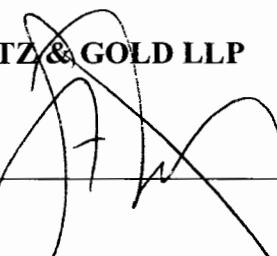
By: 

Evan R. Daniels

By: 

Robert E. Gyemant

MINTZ & GOLD LLP

By: 

*Withdrawing attorneys for Defendants Trio
Industries Management LLC, Trio Industries
Holdings, LLC, Evan R. Daniels and Robert E.
Gyemant*